

RECORDATION NO. 29501-B FILED

JUN 03 '11 -9 00 AM

SURFACE TRANSPORTATION BOARD

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June 3, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D.C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U S C. Section 11301(a) are two (2) copies of a Memorandum of Lease and Collateral Assignment of Lease, dated as of June 2, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 29501.

The name and address of the party to the enclosed document are:

Lessor/
Assignor: Compass Rail VIII Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111

[Lessee: Sargent Logistics, LLC
324 N Buckeye Street
North Little Rock, AR 72114

Assignee: DVB Bank SE, as Agent
Platz der Republik 6
Frankfurt Main 60325
Germany]

Section Chief
June 3, 2011
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A description of the railroad equipment covered by the enclosed document is:

13 covered hopper railcars within the series CMPX 252065 - CMPX 252096 as more particularly set forth in the attachment to the document.

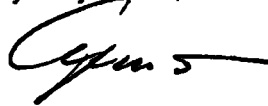
A short summary of the document to appear in the index is:

Memorandum of Lease and Collateral Assignment of Lease.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 29501 ^B FILED

JUN 03 '11 -9 00 AM

**MEMORANDUM OF LEASE AND
COLLATERAL ASSIGNMENT OF LEASE**

Dated as of June 1, 2011

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AND COLLATERAL ASSIGNMENT OF LEASE (this "Memorandum") is intended to evidence

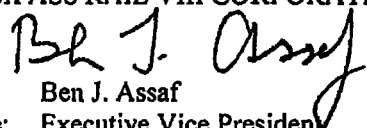
(1) the Lease specified on Schedule 1 between Compass Rail VIII Corporation of 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and Sargent Logistics, LLC of 324 North Buckeye Street, North Little Rock, AR 72119 ("Lessee") pursuant to which Lessor has leased to Lessee the railcars specified on Schedule 1 hereto (the "Cars"), and

(2) the collateral assignment of the Lease by Lessor to DVB Bank SE, as Agent, Platz der Republik 6, Frankfurt Main 60325, Germany.

This Memorandum is executed for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, the undersigned, as Lessor under the Lease and Assignor has caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

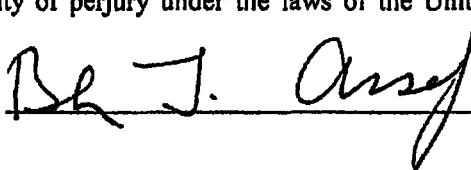
LESSOR:
COMPASS RAIL VIII CORPORATION


By: Ben J. Assaf
Title: Executive Vice President

I, Ben J. Assaf, certify that I am the Executive Vice President of COMPASS RAIL VIII CORPORATION, that this Memorandum of Lease and Collateral Assignment of Lease was signed on behalf of the Lessor with due authorization and that the execution of this instrument was the free act and deed of the Lessor. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on June 2, 2011.

Signature



**Schedule 1 to
Memorandum of Lease and Collateral Assignment of Lease**

The Lease:

- Shipper Full Service Railcar Lease dated as of August 30, 2010
- Rider No. 2 dated as of June 1, 2011

The Cars:

Thirteen (13) AAR Car type code C-113 100- ton, 4750 cubic foot capacity, covered hopper cars equipped with trough hatches and 24" X 30" gravity outlet gates with the following marks:

<u>Mark</u>	<u>Number</u>
CMPX	252065
CMPX	252066
CMPX	252070
CMPX	252072
CMPX	252075
CMPX	252078
CMPX	252080
CMPX	252081
CMPX	252082
CMPX	252084
CMPX	252086
CMPX	252092
CMPX	252096

CERTIFICATION

I, Robert W Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated 6/3/11



Robert W Alvord